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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO,
as Successor to Wells Fargo Bank,
as Trustee under Equipment Trust Agreement
Dated as of June 1, 1979
(Series 16)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as successor to Wells Fargo Bank, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of June 1, 1979, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1994.

THE FIRST NATIONAL BANK OF CHICAGO,
as Successor to Wells Fargo Bank

By: 

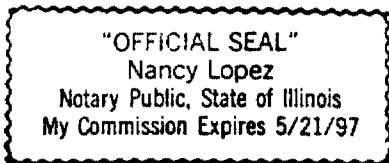
(CORPORATE SEAL)

Attest:


Its Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of October, 1994, before me, a Notary Public in and for said State and County, personally appeared JANICE CTT ROTUNNO and B. L. McCleod ^{rent}, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



Nancy Lopez
Notary Public

(SEAL)

UTC2044

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	BOXT	70	BCIT841870, BCIT841888
6	BULK	70	BCIT818689-BCIT818690, BCIT818696, BCIT818700, BCIT818708, BCIT818710
3	COVE	4,550	UNPX121796, UNPX121826-UNPX121827
1	C214	5,800	UTCX58864
1	TA	8,000	RTCX8802
4	TA	13,500	UTLX11663, UTLX11758, UTLX11765, UTLX11791
1	TM	16,000	UTLX71313
1	TM	17,000	UTLX66088
4	TM	18,000	UTLX70190-UTLX70191, UTLX71676, UTLX74767
2	TM	23,500	UTLX75489, UTLX75592
4	TMI	6,500	UTLX70147-UTLX70150
1	TP	25,000	UTLX91272
1	TP1	17,300	UTLX82786

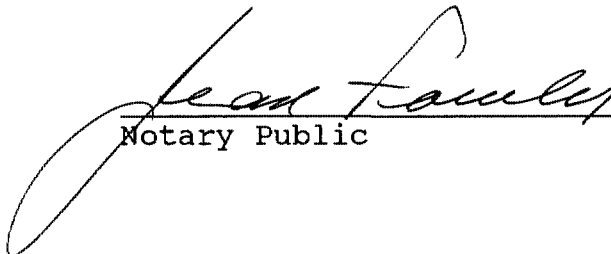
31 TOTAL

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 7th day of November, 1994.


Notary Public

